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NOV 26 2003

November 25, 2003

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, DC 20554

RE: Joint Application Under Section 214 of the Telecommunications Act of 1934 Seeking Approval for Domestic and International Transfers of Control ("Joint Application")

Dear Secretary Dortch:

NOW Communications, Inc. ("NOW"), Now Acquisition Corporation ("NAC"), and Essex Acquisition Corporation ("EAC" and jointly with NAC, the "Subsidiaries"), hereby submit the enclosed Joint Application to the Federal Communications Commission ("Commission") requesting authority for both domestic and international 214 transfers of control. The Subsidiaries are both wholly-owned subsidiaries of BiznessOnline.com, Inc. d/b/a VeraNet Solutions ("VeraNet").

The Joint Application includes certain certifications by NAC (Attachment A) and EAC (Attachment B), as well as an attachment containing information specifically concerning the Domestic 214 Transfer of Control (Attachment C). An original and five copies of the Joint Application, including the aforementioned exhibits, are enclosed for filing. Copies of the Joint Application are also being submitted directly to the International and Wireline Competition Bureaus. The Subsidiaries respectfully request that the Commission place the Joint Application on Public Notice in a timely manner so as to allow the proposed transaction to be consummated by December 31, 2003. Accordingly, the Subsidiaries are requesting special consideration in Attachment C.

Please note, under separate cover, the Subsidiaries will also be filing a notice in CC Docket No. 00-257 concerning the transaction that is the subject of the Joint Application.

Also enclosed is a duplicate of this transmittal letter. Please stamp the duplicate letter "received" and return it to my attention using the pre-addressed, stamped envelope also provided herein. According to the FCC's fee schedule, Fee Code CUT, two checks in the amount of \$860.00 are attached hereto with two completed originals of Form 159 for the authorities sought for the domestic and international transfers of control requested in this Joint Application.

If you have any questions concerning this matter, please do not hesitate to contact me at 312/658-1056.

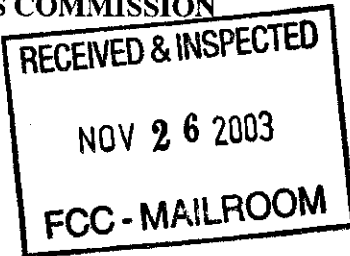
Sincerely,

A handwritten signature in dark ink, appearing to read "Scott Kellogg".
Scott Kellogg

Enclosures

cc Chief, International Bureau - Policy Division
Chief, Wireline Competition Bureau - Competitive Policy Division

**BEFORE THE FEDERAL COMMUNICATIONS COMMISSION
WASHINGTON, D.C. 20554**



In the Matter of)
)
NOW Communications, Inc., Now)
Acquisition Corporation, and Essex)
Acquisition Corporation)
)
Joint Application Under Section 214)
of the Telecommunications Act of 1934)
)
Seeking Approval for Domestic and)
International Transfers of Control)

APPLICATION

NOW Communications, Inc. ("NOW"), Now Acquisition Corporation ("NAC"), and Essex Acquisition Corporation ("EAC" and jointly with NAC, the "Subsidiaries"), in accordance with Section 214 of the Communications Act of 1934, as amended ("the Act"), 47 U.S.C. 214, hereby request authority for domestic and international transfers of control. The Subsidiaries do not have any affiliation with any foreign carrier in any of the destination countries for which authority is requested. Moreover, the Subsidiaries are not affiliated with any dominant U.S. carrier whose services the Subsidiaries seek authority to resell. Further, the Subsidiaries are not seeking authority to provide switched basic services over private lines to a country for which the Commission has not previously authorized the provision of switched services over private lines. Thus, pursuant to 47 CFR 63.10(a)(1) NAC and EAC should be classified as non-dominant carriers in their provision of international service on all routes. Furthermore, as explained herein, this Application is entitled to streamlined processing under 47 CFR 63.12. According to the FCC's fee schedule, Fee Code CUT, two checks in the amount of \$860.00 are attached hereto.

In support of their request for authority, NOW, NAC, and EAC submit the following information pursuant to 47 CFR 63.18 of the Commission's rules.

- (a) The name, address and telephone number of the applicants are:

Now Acquisition Corporation
6590 West Rogers Circle, Suite 6A
Boca Raton, FL 33487
877/822-8501

Essex Acquisition Corporation
6590 West Rogers Circle, Suite 6A
Boca Raton, FL 33487
877/822-8501

NOW Communications Inc.
711 South Tejon Street, Suite 201
Colorado Springs, CO 80903
888/565-1011

- (b) NOW is a corporation organized under the laws of the State of Mississippi. NAC is a corporation organized under the laws of the State of Delaware. EAC is a corporation organized under the laws of the State of Delaware.

- (c) Correspondence concerning this Application should be addressed to:

Scott Kellogg
Essex Acquisition Corporation
Now Acquisition Corporation
180 North Wacker Drive, Suite 3
Chicago, IL 60606
312/658-1056

With copies to:

R. Scott Seab
NOW Communications, Inc.
711 South Tejon Street, Suite 201
Colorado Springs, CO 80903
719/633-3059

- (d) NOW was granted authority for international global or limited resale service pursuant to Section 214 of the Communications Act of 1934, as amended, on August 18, 1999, File ITC 214-19990729-00457. NOW is authorized to provide local exchange and/or interexchange services in forty-nine states and the District of Columbia. EAC was assigned authorization for international global resale service (ITC-214-19971222-00806) from Essex Communications, Inc. d/b/a eLEC Communications on December 25, 2002, File ITC-ASG-20021011-00541. Through this transaction, EAC will acquire

NOW's assets, including NOW's customer base, in the following states: California, Florida, Illinois, Indiana, Maryland, Massachusetts, Michigan, New Jersey, Ohio, Pennsylvania, Rhode Island, Texas, and West Virginia. NAC has not previously received Section 214 authority from the Commission. Through this transaction, NAC will acquire the assets of NOW, including NOW's customers, in all other NOW operating states, and accordingly seeks assignment of NOW's 214 authorization in this application.

(e) BiznessOnline.com, Inc. ("Biz") owns 100% of the equity of EAC and NAC. Biz is an US corporation with offices located at 6590 West Rogers Circle, Suite 6A, Boca Raton, FL 33487. Biz's principal business is the provision of telecommunications services through its subsidiaries. MCG Capital Corporation ("MCG") is an US corporation with offices located at 1100 Wilson Boulevard, Suite 3000, Arlington, VA 22209. MCG is a financial services company providing financing and advisory services to companies in the communications, information services, media and technology sectors. MCG owns approximately 71% of the equity in Biz. No other person or entity directly or indirectly owns more than 10% equity in Biz. The Goldman Sachs Group, Inc. ("GSG") is a US corporation with offices located at 85 Broad Street, New York, NY 10004. GSG is an investment banking, securities and investment management firm. Entities affiliated with GSG own approximately 19% of the equity in MCG. No other person or entity directly or indirectly owns more than 10% equity in MCG. Accordingly, no other person or entity directly or indirectly owns more than 10% equity in EAC or NAC.

(f) As evidenced by the certifications attached hereto as Attachments A and B, NAC and EAC, respectively, are not affiliated with a foreign corporation.

(g) As evidenced by the certifications attached hereto as Attachments A and B, NAC and EAC, respectively, do not seek to provide international telecommunications service to any destination where: (1) NAC or EAC is a foreign carrier in that country; (2) NAC or EAC controls a foreign carrier in that country; (3) any entity that owns more than 25% in NAC or EAC, or controls NAC or EAC, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of NAC or EAC and are parties to, or the beneficiaries of, a contractual relationship that affects the provision of marketing of international basic telecommunications services in the US.

(h) NAC and EAC are not affiliated with or otherwise related to any foreign carrier on any of the routes on which NAC and EAC propose to provide service in this Application.

(i) NAC and EAC are not foreign carriers and are not affiliated with a foreign carrier on any of the routes on which they propose to resell international telecommunications service.

(j) NAC and EAC are not affiliated with any foreign carrier on any of the routes they propose to provide services.

(k) As evidenced by the certifications provided in Attachment A and B, NAC and EAC, respectively, have not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.

(l) As evidenced by the certifications in Attachments A and B, no party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

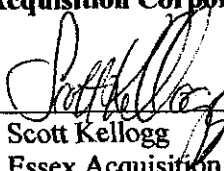
(m) NOW, NAC, and EAC respectfully request streamlined processing of this Application pursuant to 47 CFR 63.12. This Application qualifies for streamlined processing for the following reasons: (1) NAC and EAC are not affiliated with a foreign carrier on any route for which authority is sought; (2) NAC and EAC are not affiliated with any dominant U.S. carrier whose international services it seeks to resell; and (3) NAC and EAC are not requesting authority to provide switched service over private lines to countries not previously authorized for service by the Commission.

Wherefore, NOW, NAC, and EAC respectfully request that the Commission grant this Application for transfer of control and thereby (a) assign NOW's authorization to provide international 214 services to NAC, and (b) grant to NAC and EAC the authority to provide domestic and international telecommunications service pursuant to Section 214 of the Communications Act of 1934, as amended, to the customers of NOW as of December 31, 2003.

Respectfully submitted this 5th day of November, 2003.

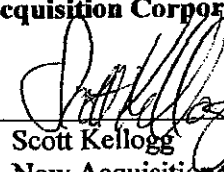
Essex Acquisition Corporation

By _____


Scott Kellogg
Essex Acquisition Corporation
180 North Wacker Drive, Suite 3
Chicago, IL 60606
Tel: 312/658-1056
Fax: 312/658-5487

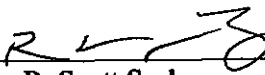
Now Acquisition Corporation

By _____


Scott Kellogg
Now Acquisition Corporation
180 North Wacker Drive, Suite 3
Chicago, IL 60606
Tel: 312/658-1056
Fax: 312/658-5487

NOW Communications, Inc.

By _____


R. Scott Seab
NOW Communications, Inc.
711 South Tejon Street, Suite 201
Colorado Springs, CO 80903
Tel: 719/633-3059
Fax: 719/623-0287


ATTACHMENT A

CERTIFICATE

The undersigned hereby certifies, on behalf of Now Acquisition Corporation, ("NAC"), with respect to the foregoing application that:

1. NAC is not affiliated with any foreign carrier in any of the countries to which NAC proposes to provide service in the foregoing application.
2. NAC will comply with the terms and conditions contained in Section 63.21, 63.22 and 63.23 of the Commission's Rules. (47 CFR 63.21-.23).
3. NAC does not seek to provide international telecommunications service to any destination where (1) NAC is a foreign carrier in that country; (2) NAC controls a foreign carrier in that country; (3) any entity that owns more than 25% in EAC, or controls NAC, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of NAC and are parties to, or the beneficiaries of, a contractual relationship that affects the provision of marketing of international basic telecommunications services in the United States.
4. NAC has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.
5. No party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

By: _____


Scott Kellogg, Secretary

Date: _____

11/25/03

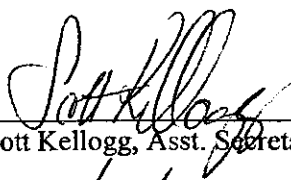
ATTACHMENT B

CERTIFICATE

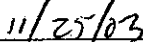
The undersigned hereby certifies, on behalf of Essex Acquisition Corporation, ("EAC"), with respect to the foregoing application that:

1. EAC is not affiliated with any foreign carrier in any of the countries to which EAC proposes to provide service in the foregoing application.
2. EAC will comply with the terms and conditions contained in Section 63.21, 63.22 and 63.23 of the Commission's Rules. (47 CFR 63.21-.23).
3. EAC does not seek to provide international telecommunications service to any destination where (1) EAC is a foreign carrier in that country; (2) EAC controls a foreign carrier in that country; (3) any entity that owns more than 25% in EAC, or controls EAC, controls a foreign carrier in that country; or (4) two or more parties own, in the aggregate, more than 25% of EAC and are parties to, or the beneficiaries of, a contractual relationship that affects the provision of marketing of international basic telecommunications services in the United States.
4. EAC has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route the foreign carrier possesses sufficient market power on the foreign end of the route to affect competition adversely in the U.S. market and will not enter into such agreements in the future.
5. No party to this application is subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

By: _____


Scott Kellogg, Asst. Secretary

Date: _____


11/25/03

ATTACHMENT C

Attachment to International Application Containing Information for the Domestic 214 Transfer of Control in Accordance with 47 CFR 63.04 (a)(6) through (a)(12).

(a)(6) Description of Transaction

On March 4, 2003, NOW Communications, Inc. ("NOW") filed for reorganization under Chapter 11 of the U.S. Bankruptcy Laws in the U.S. Bankruptcy Court for the Southern District of Mississippi (see *In Re: Now Communications, Inc.*, Case No. 03-01336). Pursuant to an asset purchase agreement filed with the bankruptcy court, MCG Capital Corporation ("MCG") will acquire the assets of NOW, and assign the same to two wholly-owned subsidiaries of BiznessOnline.com, Inc. ("Biz"): Essex Acquisition Corporation ("EAC") and Now Acquisition Corporation ("NAC"). On November 18, 2003, the Bankruptcy Court approved the asset purchase agreement. EAC, NAC, and NOW desire to consummate the transaction on December 31, 2003.

Included among the assets to be assigned are the customers of NOW and NOW's regulatory authorizations to provide local and interexchange telecommunications services (where assignable). NOW is authorized to provide local exchange and/or interexchange services in forty-nine states and the District of Columbia. EAC will acquire such assets in the following states: California, Florida, Illinois, Indiana, Maryland, Massachusetts, Michigan, New Jersey, Ohio, Pennsylvania, Rhode Island, Texas, and West Virginia. NAC will acquire the assets of NOW, including NOW's customers, in all other NOW operating states. Further, pursuant to this application, NAC would acquire the international 214 authorization granted by the Commission to NOW.

EAC and NAC will provide management and consulting services to NOW for an interim period until a closing occurs. However, the parties hope to complete the acquisition as quickly as possible in order to avoid any interruption of service or other inconvenience to NOW's customers. The closing of the transaction is subject to receipt of, among other things, applicable regulatory approvals and is scheduled to occur on December 31, 2003. In light of the challenging market for competitive carriers, including for NOW and its customers, it is important that the approval of this transaction not be unnecessarily delayed.

NOW serves a largely low-income residential customer base that essentially has very poor credit and few, if any, alternatives for service. These customers pay cash, in advance at local currency exchanges and merchants, for their monthly local dial-tone telephone service. Very few carriers are interested in or are even capable of providing service in such a manner to such customers, especially to such customers located in often the most rural areas of their states. Many customers receiving service today from NOW have not had telephone service for months or years prior to receiving service from NOW. The local dial tone telephone service provided by NOW includes 911 emergency services. Any delay in approving the transaction risks service disruption for the thousands of residential customers that rely on NOW for their local dial tone telephone service.

Upon consummation of the transaction, EAC and NAC will provide local and interexchange services to NOW's customers at rates, terms and conditions identical to those of NOW. Further, NOW will cease offering such services to the same. By direct mailing, NOW, NAC and EAC are jointly providing notice to the NOW customers in compliance with the requirements of 47 CFR 64.1120 as promulgated in CC Dockets 00-257 and 94-129 (FCC 01-156) with respect to the migration of customers from one telecommunications carrier to another. Under separate cover, the companies are making another joint filing in CC Docket 00-257 concerning this transaction.

(a)(7) Geographic Areas in which Service is/will be offered

NOW is currently licensed to provide local exchange and/or interexchange telecommunications services in forty-nine (49) states, as well as the District of Columbia. Upon consummation of the final closing and receipt of all necessary regulatory approvals, NAC and EAC will commence providing services to the NOW customers. Currently EAC is providing local exchange and interexchange telecommunications services pursuant to authority granted in seven states (Connecticut, Massachusetts, New Jersey, New York, Pennsylvania, Rhode Island, and West Virginia), and is authorized or will obtain authority through this transaction to provide local exchange and interexchange telecommunications services in California, Florida, Illinois, Indiana, Maryland, Michigan, Ohio, and Texas). NAC is not yet providing telecommunications services in any geographic areas, but is authorized or will obtain authority

through this transaction to provide local exchange and interexchange telecommunications service to customers in the balance of NOW's operating territory.

(a)(8) Streamlining Procedures

The proposed transaction will result in EAC and NAC having a market share in the interstate, interexchange market of less than ten percent, and EAC and NAC would provide competitive telephone exchange services or exchange access services (if at all) in geographic areas served by a dominant local exchange carrier that is not a party to the transaction. This application should therefore be afforded streamlined treatment because none of the applicants are dominant with respect to any service as described herein.

(a)(9) Commission Applications related to this Transaction

The joint filing of this domestic and international 214 Transfer of Control Applications is the only application filed with the Commission related to this transaction. However, the EAC and NAC are also filing a notice to the Commission in CC Docket No. 00-257 to affirm their compliance with the requirements of 47 CFR 64.1120 with respect to the migration of customers from one telecommunications carrier to another.

(a)(10) Special Consideration

The applicants are requesting that the Commission expedite the processing of this application for public notice in a timely manner so as to ensure that the transaction can be consummated on December 31, 2003. As discussed above, NOW filed for reorganization under Chapter 11 of the U.S. Bankruptcy Laws in the U.S. Bankruptcy Court for the Southern District of Mississippi (see *In Re: Now Communications, Inc.*, Case No. 03-01336). The Bankruptcy Court recently approved an asset purchase agreement in that matter. Although EAC and NAC will provide management and consulting services to NOW until a closing occurs, the parties desire to complete the proposed acquisition as quickly as possible in order to avoid any interruption of service or other inconvenience to NOW's existing customers. NOW serves a largely low-income residential customer base that essentially has very poor credit. Very few carriers are interested in or are even capable of providing service in such a manner to such customers,

especially those who are located in often the most rural areas of their states. In the event that NOW's service is disrupted, these customers have few, if any, alternatives for local dial tone telephone service (including 911). Consequently, any unnecessary delay in the transaction risks service disruption for the thousands of residential customers that rely on NOW for their local dial tone telephone service.

(a)(11) Waiver Requests

The Applicants have not and do not plan to file separately filed waiver requests in conjunction with this transaction.

(a)(12) Public Interest, Convenience and Necessity

Commission approval of the domestic 214 transfer of control is in the public interest. The infusion of NOW's assets into NAC and EAC will supplement EAC's ability to compete in the marketplace for local exchange and interexchange telecommunications services, and allow NAC to also immediately enter that marketplace as a vibrant competitor. Further, consumers will benefit from the availability of increased telecommunications products and service options, particularly for low-income, residential customers, who have few, if any, alternatives for service. This transaction will also ensure NOW's customers, many of whom have poor credit or who are located in the most rural areas of their states, of uninterrupted service.